

ORIGINAL

United States Courts
Southern District of Texas
ENTERED

APR 19 2001

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

United States Courts
Southern District of Texas
FILED

APR 18 2001

~~Michael N. Milby, Clerk of Court~~
In re: —

The GNI Group, Inc., *et al.*,

Debtors.

Jointly Administered Under

Case No. 00-38458-H2-11

~~Michael N. Milby, Clerk of Court~~

The GNI Group, Inc.
GNI Chemicals Corporation
Disposal Systems, Inc.
Disposal Systems of Corpus Christi, Inc.
Resource Transportation Services, Inc.
GNI Technical Services, Inc.
Gulf Nuclear of Louisiana, Inc.

Case Nos.: 00-38458-H2-11
 00-38459-H2-11
 00-38460-H2-11
 00-38461-H2-11
 00-38462-H2-11
 00-38463-H2-11
 00-38464-H2-11

**THIRD STIPULATION BY AND BETWEEN THE OFFICIAL JOINT COMMITTEE
OF UNSECURED CREDITORS AND BANK OF AMERICA, N.A., AS AGENT,
AND ORDER APPROVING SAME**

The Official Joint Committee of Unsecured Creditors (the "Committee") and Bank of America, N.A., as Agent ("BoA"), hereby enter into the following stipulation effective as of April 16, 2001:

RECITALS:

WHEREAS, On September 12, 2000 (the "Petition Date"), The GNI Group, Inc., GNI Chemicals Corporation, Disposal Systems, Inc., Disposal Systems of Corpus Christi, Inc., Resource Transportation Services, Inc., GNI Technical Services, Inc., and Gulf Nuclear of Louisiana, Inc. (collectively, the "Debtors") each filed voluntary petitions for relief under Chapter 11 of Title 11, United State Code.

WHEREAS, the Debtors have maintained the status of debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code since the Petition Date.

WHEREAS, on September 18, 2000, the Office of the United States Trustee for the Southern District of Texas organized and appointed the Committee.

WHEREAS, on September 19, 2000, the Bankruptcy Court entered the Agreed Order for Joint Administration, directing the joint administration of the Debtors' cases under Case No. 00-38458-H2-11.

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WHEREAS, on October 12, 2000, the Bankruptcy Court entered its Final Order (I) Authorizing Post-Petition Secured Superpriority Financing Pursuant to Bankruptcy Code Sections 105(a), 362, 364(c)(1), 364(c)(2), 364(c)(3), and 364(d), (II) Authorizing the Debtors' Use of Cash Collateral Pursuant to Bankruptcy Code Section 363(c), (III) Granting Adequate Protection Pursuant to Sections 363 and 364 of the Bankruptcy Code, and (IV) Modifying the Automatic Stay (the "DIP Order").

WHEREAS, the DIP Order states in Paragraph 27, among other things, that the Committee must commence any action in the Debtors' name against the Prepetition Lenders (as defined in the DIP Order), including the filing of any objection to any claim asserted by the Prepetition Lenders, within ninety (90) days from the date of the entry of the order approving the retention of counsel to the Committee ("Retention Date"), "unless extended within such period for good cause shown".

WHEREAS, on October 17, 2000, the Bankruptcy Court entered its Interim Order Authorizing Application to Employ Munsch Hardt Kopf & Harr, P.C. as Counsel by the Committee, thereby fixing October 17, 2000, as the Retention Date and January 15, 2001, as the deadline ("Deadline") for the Committee to file or commence any claim objection or action authorized in Paragraph 27 of the DIP Order.

WHEREAS, on January 14, 2001, the Court signed the Stipulation By and Between the Official Joint Committee of Unsecured Creditors and Bank of America, N.A., as Agent, and Order Approving Same ("First Stipulation"), wherein the Deadline was extended to February 16, 2001 ("February 16th Deadline").

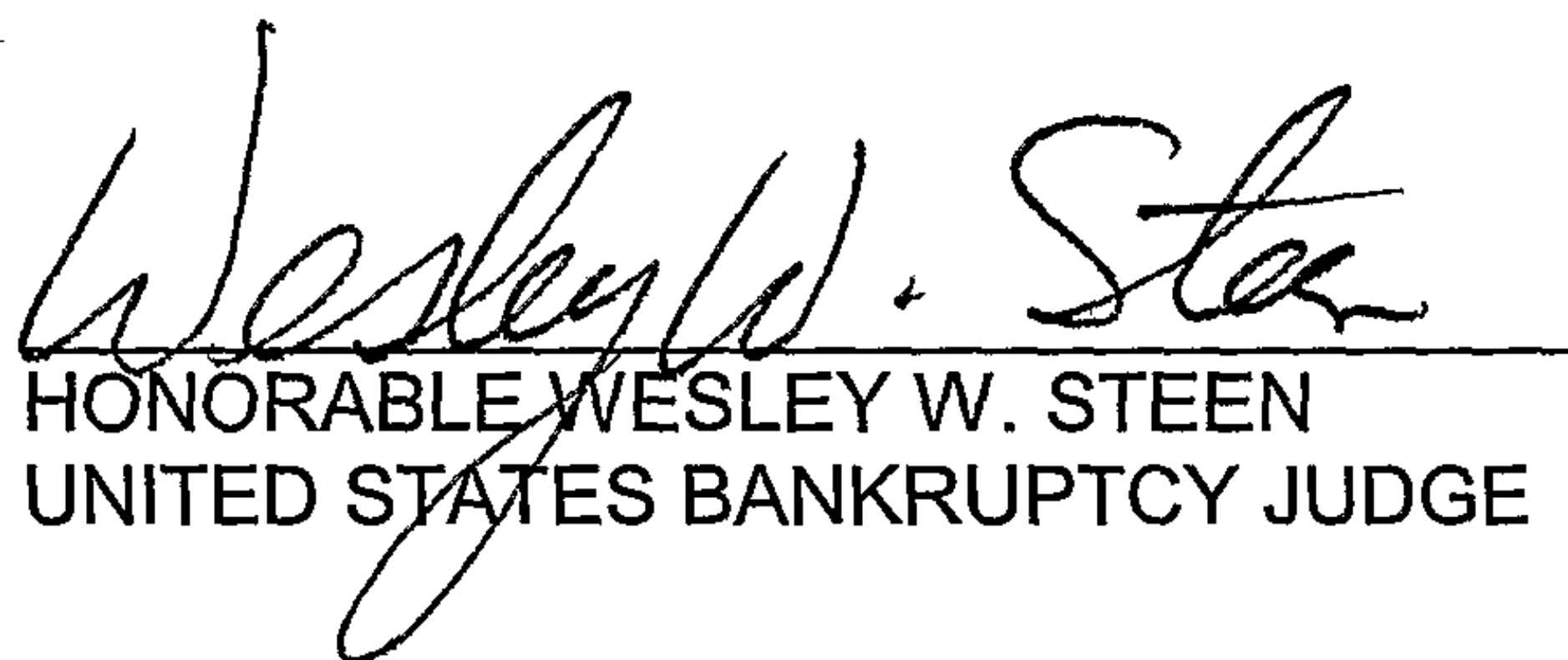
WHEREAS, on February 14, 2001, the Court signed the Second Stipulation By and Between the Official Joint Committee of Unsecured Creditors and Bank of America, N.A., as Agent, and Order Approving Same ("Second Stipulation"), wherein the February 16th Deadline was extended to April 20, 2001 ("April 20th Deadline").

WHEREAS, both the Committee and BoA believe there is good cause to extend the April 20th Deadline to permit the Committee to complete its investigation of the claims asserted by the Prepetition Lenders.


IT IS THEREFORE ORDERED AND STIPULATED THAT:

1. The April 20th Deadline contained in the Second Stipulation is extended as to the Committee only until June 29, 2001.
2. This Stipulation is without prejudice to the Committee seeking further extensions of the Deadline for good cause shown on or prior to June 29, 2001.


SIGNED this 18th day of April, 2001.


HONORABLE WESLEY W. STEEN
UNITED STATES BANKRUPTCY JUDGE

STIPULATION APPROVED BY:

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